

**UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

WILLIAM STEINER,)	Case No. 1:14-cv-06509
)	
Plaintiff,)	
)	
v.)	Judge: Honorable Manish S. Shah
ALBERT J. BUDNEY., et al.,)	
)	
Defendants.)	
)	
)	
TRI-STATE JOINT FUND, on behalf of itself and all others similarly situated,)	Case No. 1:14-cv-06816
)	
Plaintiff,)	
)	
v.)	DEFENDANTS' UNOPPOSED JOINT MOTION TO REASSIGN RELATED CASES
INTEGRYS ENERGY GROUP, INC., et al.,)	
)	
Defendants.)	

Defendants Albert J. Budney, Jr., William J. Brodsky, Ellen Carnahan, Michelle L. Collins, Kathryn M. Hasselbald-Pascale, John W. Higgins, Paul W. Jones, Holly Keller Koeppel, Michael E. Lavin, William F. Protz, Jr., Charles A. Schrock, Integrys Energy Group, Inc., Gale E. Klappa, and Wisconsin Energy Corporation (collectively, "Defendants") hereby jointly move, pursuant to Local Rule 40.4 for an order reassigning, to the Honorable Manish S. Shah, a related case pending in this Court before the Honorable Robert W. Gettleman and

captioned as *Tri-State Joint Fund v. Integrys Energy Group, Inc.*, Case No. 1:14-cv-06816.¹ *Tri-State Joint Fund* is related to *Steiner v. Budney* and the parties to all three cases have agreed in principle to a global settlement with defendants. The settlement will be approved by a Wisconsin state court. The related federal cases, therefore, ought to be reassigned to a single judge in order to save judicial time and effort. This motion is unopposed.

Introduction

This case arises out of the proposed merger of two Wisconsin corporations. In June of this year, Wisconsin Energy Corporation and Integrys Energy Group, Inc. jointly announced that Wisconsin Energy would acquire Integrys in a deal valued at over \$9 billion, including the cash and stock purchase price and assumed debt. Ten total cases have been filed to date challenging the merger. The cases were filed in state court in two Wisconsin counties, and in state and federal court in Chicago. Through court action and agreement of the parties, these cases have been consolidated into three cases: (1) *Amo v. Integrys Energy Group, Inc.*, No. 14-CV-5352, involves the plaintiffs from the five Wisconsin state cases, (2) this case, *Steiner*, which is itself the consolidation of the *Steiner* and *Collison* cases, and (3) *Tri-State Joint Fund*, which the defendants are hereby moving to reassign to Judge Shah to whom *Steiner* and *Collison* are currently assigned.

The Wisconsin plaintiffs and the plaintiffs in these three federal cases have jointly signed a memorandum of understanding with defendants to settle all of the pending cases and all claims arising out of the merger. On November 20, 2014, the parties to the *Tri-State Joint Fund* case appeared before Judge Gentleman. Judge Gentleman suggested that the parties file a motion to reassign *Tri-State Joint Fund* to Judge Shah.

¹ A copy of the complaint in *Tri-State Joint Fund* is filed herewith as Exhibit A.

The Cases Are Related Under L.R. 40.4(a)

Steiner and *Tri-State Joint Fund* are related cases under Local Rule 40.4(a)(2) & (3). Both cases arise out of the same transaction—Wisconsin Energy Corporation’s proposed acquisition of Integrys Energy Group, Inc. L.R. 40.4(a)(3). Both cases, therefore, have extensive overlapping issues of fact relating to the events giving rise to the proposed acquisition. L.R. 40.4(a)(2). Only *some* of the same issues of fact or law need be common to establish relatedness under the rule. *See Global Patent Holdings, LLC v. Green Bay Packers, Inc.*, 2008 U.S. Dist. LEXIS 33296, 2008 WL 1848142 (N.D. Ill. Apr. 23, 2008). Therefore, *Steiner* and *Tri-State Joint Fund* are related under the rule.

The Rule 40.4(b) Conditions for Reassignment Are Met

Both cases are pending in this Court—Both *Steiner* and *Tri-State Joint Fund* are pending before the United States District Court for the Northern District of Illinois.

Substantial saving of judicial time and effort—If the same judge hears both *Steiner* and *Tri-State Joint Fund*, a substantial amount of judicial time and effort will be saved. The parties, who have settled in principle all of their claims, now agree that the cases should be stayed pending the finalization of that settlement. Judicial time will be saved if a single judge manages the stay and the eventual dismissal of the federal cases. Furthermore, if the settlement ultimately is not approved, substantial time will be saved if a single judge decides these cases because they have extensive overlapping factual allegations related to the merger and defendants’ communications with shareholders.

Case progress—All of the federal cases are in essentially the same procedural posture: awaiting approval of a settlement. Therefore, reassignment would not substantially delay the proceedings either case because neither of the cases has progressed substantially beyond the other.

Susceptibility to disposition in a single proceeding—Both *Steiner* and *Tri-State Joint Fund* are also susceptible to disposition in a single proceeding. The cases arise out of the same transaction and challenge the same conduct. The cases are being settled in a single settlement. That the parties have agreed to a single settlement of the claims in both cases demonstrates that they are susceptible to disposition in a single proceeding. Furthermore, if the settlement is not approved, the cases can and should proceed before the same judge because the cases involve extensive overlapping factual allegations.

The criteria for reassignment are satisfied.

Conclusion

Defendants request that the Court grant their motion and reassign *Tri-State Joint Fund*, Case No. 1:14-cv-06816 (N.D. Ill.) to Judge Shah.

Dated this 10th day of December, 2014.

s/William J. Katt, Jr.

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